

## SECTION I. (AMENDMENTS TO THE CLAIMS)

Following is a list of claims 1-21 as amended herein, with markings to show changes made:

1. (Currently amended) A two-part lip product comprising a base coat and a separate top coat, wherein the base coat comprises ~~topical composition for application to the lips comprising~~ (a) a reaction product of a silica dioxide, or a derivative thereof, with an organosiloxy resin having a viscosity of about 1000 to about 200,000 cs, and (b) a volatile carrier, and wherein the top coat comprises at least one non-volatile solvent that is insoluble in both water and nonpolar hydrocarbons.
2. (Currently amended) The two-part lip product ~~composition~~ of claim 1 in which (a) is a reaction product of a tri(alkyl)organosilyl-endblocked silica dioxide, reacted with a polydi(alkyl)organosiloxane having a viscosity of about 10,000 to about 15,000 cs.
3. (Currently amended) The two-part lip product ~~composition~~ of claim 1 in which the volatile carrier is selected from the group consisting of cyclic or linear volatile silicones, straight or branched chain hydrocarbons having from 8 to 20 carbon atoms.
4. (Currently amended) The two-part lip product ~~composition~~ of claim 1 which also comprises a rheological modifier.
5. (Currently amended) The two-part lip product ~~composition~~ of claim 4 in which the rheological modifier is selected from the group consisting of trihydroxystearin; dextrin fatty acid esters; cholesterol and derivatives thereof; silicone gellants; oil soluble cellulose derivatives; oil soluble or swellable polymers or copolymers; organo-clays; polyamides; N-acyl amino acids, and esters and amides thereof; 12-hydroxystearic acid and esters and amides thereof; alkylamides of di- and tricarboxylic acids, and polyethylene; and mixtures thereof.

6. (Currently amended) The two-part lip product composition of claim 1 which also comprises a structuring agent.
7. (Currently amended) The two-part lip product composition of claim 1 which also comprises a plasticizer.
8. (Currently amended) The two-part lip product composition of claim 1 which also comprises at least one pigment or cosmetic powder.
9. (Currently amended) A two-part lip product comprising a base coat and a separate top coat, wherein the base coat comprises ~~topical composition for application to the lips comprising~~ (a) a reaction product of a tri(alkyl)organosilyl-~~endblocked~~ silica dioxide, reacted with a polydi(alkyl)organosiloxane having a viscosity of about 10,000 to about 15,000 cs, and (b) a volatile carrier selected from the group consisting of cyclic or linear volatile silicones, straight or branched chain hydrocarbons having from 8 to 20 carbon atoms, and wherein the top coat comprises at least one non-volatile solvent that is insoluble in both water and nonpolar hydrocarbons.
10. (Currently amended) The two-part lip product composition of claim 9 in which the volatile carrier is a straight or branched chain hydrocarbon having from 8 to 20 carbon atoms.
11. (Currently amended) The two-part lip product composition of claim 9 which comprises at least one rheological modifier selected from the group consisting of trihydroxystearin; dextrin fatty acid esters; cholesterol and derivatives thereof; silicone gellants; oil soluble cellulose derivatives; oil soluble or swellable polymers or copolymers; organo-clays; polyamides; N-acyl amino acids, and esters and amides thereof; 12-hydroxystearic acid and esters and amides thereof; alkylamides of di- and tricarboxylic acids, and polyethylene; and mixtures thereof.

12. (Currently amended) The two-part lip product composition of claim 9 which also comprises a plasticizer selected from the group consisting of a liquid silicone-compatible ester, a fluid high molecular weight hydrocarbon, or a nonvolatile silicone having a viscosity between about 100 to about 10,000,000 cs.
13. (Original) A transfer-resistant topical system for application to the lips comprising (1) a base coat comprising (a) a reaction product of a silica dioxide, or a derivative thereof, with a organosiloxy resin having a viscosity of about 1000 to about 200,000 cs, and (b) a volatile carrier; and (2) a top coat comprising a primary component that is not soluble in either water or a nonpolar hydrocarbon.
14. (Original) The system of claim 13 in which the base coat (1) comprises (a) a reaction product of a tri(alkyl)organosilyl-~~end~~blocked silica dioxide with a polydi(alkyl)organosiloxane having a viscosity of about 10,000 to about 15,000 cs, and (b) a volatile carrier selected from the group consisting of cyclic or linear volatile silicones, straight or branched chain hydrocarbons having from 8 to 20 carbon atoms, and top coat (2) comprises a primary component selected from the group consisting of nonvolatile polar esters and oils; urethanes, and mixtures thereof.
15. (Original) The system of claim 14 in which the base coat also comprises a rheological modifier selected from the group consisting of trihydroxystearin; dextrin fatty acid esters; cholesterol and derivatives thereof; silicone gellants; oil soluble cellulose derivatives; oil soluble or swellable polymers or copolymers; organo-clays; polyamides; N-acyl amino acids, and esters and amides thereof; 12-hydroxystearic acid and esters and amides thereof; alkylamides of di- and tricarboxylic acids, and polyethylene; and mixtures thereof.
16. (Original) The system of claim 14 which also comprises at least one pigment or cosmetic powder.

17. (Original) The system of claim 14 which also comprises a plasticizer, selected from a group consisting of a liquid silicone-compatible ester, a fluid high molecular weight hydrocarbon, and a nonvolatile silicone having a viscosity between about 100 to about 10,000,000 cs.
18. (Original) The system of claim 14 which also comprises a structuring agent.
19. (Original) The system of claim 14 in which the base coat (1) comprises (a) a reaction product of a tri(alkyl)organosilyl-~~end~~blocked silica dioxide with a polydi(alkyl)organosiloxane having a viscosity of about 10,000 to about 15,000 cs; (b) a volatile carrier selected from the group consisting of cyclic or linear volatile silicones, straight or branched chain hydrocarbons having from 8 to 20 carbon atoms; (c) a plasticizer, selected from a group consisting of a liquid silicone-compatible ester, a fluid high molecular weight hydrocarbon, or a nonvolatile silicone having a viscosity between about 100 to about 10,000,000 cs; (d) a rheological modifier selected from the group consisting of trihydroxystearin; dextrin fatty acid esters; cholesterol and derivatives thereof; silicone gellants; oil soluble cellulose derivatives; oil soluble or swellable polymers or copolymers; organo-clays; polyamides; N-acyl amino acids, and esters and amides thereof; 12-hydroxystearic acid and esters and amides thereof; alkylamides of di- and tricarboxylic acids, and polyethylene; and mixtures thereof; and (e) at least one pigment or cosmetic powder; and top coat (2) comprises a primary component selected from the group consisting of nonvolatile polar esters and oils; urethanes, and mixtures thereof.
20. (Withdrawn) A method of achieving long wear of a lip product which comprises applying to the lips a base coat ~~lip product~~ comprising (a) a reaction product of a silica dioxide, or a derivative thereof, with an organosiloxane resin having a viscosity of about 1000 to about 200,000 cs, and (b) a volatile carrier, ~~and~~ allowing the ~~lip product base coat~~ to dry on the lips, ~~and applying over the base coat a separate top coat comprising a primary component that is not soluble in either water or a nonpolar hydrocarbon.~~

21. (Withdrawn) The method of claim 20 ~~which comprises the further step of applying over the base coat lip product a top coat comprising a primary component that is not soluble in either water or a nonpolar hydrocarbon wherein the primary component is selected from the group consisting of nonvolatile polar esters and oils; urethanes, and mixtures thereof.~~
22. (New) The two-part lip product of claim 1, wherein the top coat provides a glossy or shiny finish without disrupting the base coat's integrity.
23. (New) The two-part lip product of claim 9, wherein the top coat provides a glossy or shiny finish without disrupting the base coat's integrity.
24. (New) The two-part lip product of claim 1, wherein the nonvolatile solvent is selected from the group consisting of nonvolatile polar esters or oils, castor oil, vegetable oils, poly(propylene glycol adipate), poly(2-methyl-1,3-propanediol adipate), urethanes, octyldodecyl alcohol dimer, isophorone diisocyanate or isostearyl alcohol dimer, isophorone diisocyanate, and combinations thereof.
25. (New) The two-part lip product of claim 1, wherein the nonvolatile solvent is selected from the group consisting of nonvolatile polar esters or oils, castor oil, vegetable oils, poly(propylene glycol adipate), poly(2-methyl-1,3-propanediol adipate), urethanes, octyldodecyl alcohol dimer, isophorone diisocyanate or isostearyl alcohol dimer, isophorone diisocyanate, and combinations thereof.